

DOWNTOWN DEVELOPMENT AUTHORITY
OF THE CITY OF HASTINGS
BY-LAWS

January 28, 1986

Amended November 18, 2021

ARTICLE I

NAME AND PURPOSE

Section 1 – The name of this organization shall be the Downtown Development Authority of the City of Hastings (the “Authority”).

Section 2 – The purposes of the Authority are to implement Act 57 of the Public Acts of Michigan of 2018, as amended, (the “Act”) and Ordinance Number 195 of the City of Hastings, being Article 30-II of the Code of Ordinances, (the “Ordinance”) and include, but are not limited to, the correction and prevention of deterioration in the downtown district, the encouragement of historic preservation, the creation and implementation of development plans in the downtown district, and the promotion of economic growth therein.

ARTICLE II

REGISTERED OFFICE

Section 1 – The registered office and the principal place of business of the Authority shall be the City Hall in the City of Hastings or such other location as may from time to time be designated by the Board of Directors of the Authority.

ARTICLE III

BOARD OF DIRECTORS

Section 1 – The Authority shall be under the supervision and control of a Board of Directors (the “Board”) consisting of the Mayor of Hastings and eight other members appointed by the Mayor, with approval of the City Council, all in accordance with the Act and the Ordinance.

Section 2 – Members of the Board shall serve without compensation but shall be reimbursed for actual and necessary expenses.

Section 3 – Resignations of Members of the Board shall be effective upon delivery of the resignation in writing to the Mayor.

Section 4 – Pursuant to notice and an opportunity to be heard, a Member of the Board may be removed from office for neglect of duty, including non-attendance at meetings, misconduct, malfeasance, or any other good cause by a majority vote of the City Council.

Section 5 – A member of the Board who has a direct interest in any matter before the Authority shall disclose the interest prior to the Authority taking any action with respect to the matter, which disclosure shall become a part of the record of the Authority’s official proceedings. Further, any member making a disclosure of a possible conflict of interest may then be required by a majority vote of the Board to refrain from participating in the Authority’s decision-making process relative to such matter.

A conflict of interest exists if a covered individual’s position or authority on the Downtown Development Authority, including the right to vote at a Board meeting, may lead to any form of direct financial or personal gain or advantage for the covered individual, their family, or their employer other than the City.

It is explicitly understood that members of the Downtown Development Authority may be owners, and/or have family, and/or have an employer of a business located within the Downtown Development District. Accordingly, it is understood that covered individuals may have indirectly benefitted from decisions made by the Board and that the same shall not constitute a Conflict of Interest.

ARTICLE IV OFFICERS

Section 1 – At its first meeting in each calendar year, the Board of the Authority shall elect from its membership a Chairperson, Vice-Chairperson, and Secretary. In addition, the Board may appoint an Assistant Secretary, who need not be a member of the board, to be charged with such duties as the Board deems appropriate. The election of any officer requires a majority vote of the members of the Board.

Section 2 – All officers shall hold office for one (a) year or until a successor is elected and qualified.

Section 3 – An officer may be removed by a majority vote of the Members of the Board in office whenever in its judgment the best interest of the Authority would be served.

Section 4 – A vacancy in any office shall be filled for its unexpired term by a majority vote of the Members of the Board in office.

Section 5 – The Board may authorize any officer, agent, employee, or member to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, employee or member shall have any power or authority to bind the Authority by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

Section 6 – The Chairperson shall preside at all meetings of the Board and shall discharge the duties of a presiding officer.

Section 7 – In the absence of the Chairperson or in the event of his or her inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson and when so acting shall have all the powers and be subject to all restrictions of the Chairperson.

Section 8– The Secretary shall maintain custody of the official seal and of records, books, documents, or other papers not required to be maintained by the Treasurer. The Secretary shall attend meetings of the Board and keep a record of its proceedings and shall perform such other duties delegated by the Board.

ARTICLE V BUDGET

Section 1 – On or before March 1 of each year, the Board shall prepare a budget and submit it to the City Clerk for transmittal to the City Council.

ARTICLE VI MEETINGS

Section 1 – Each year the Board shall adopt a schedule of regular meetings for that year.

Section 2 – Robert’s Rules of Order will govern the conduct of all meetings of the Board.

Section 3 – Special meetings of the Board may be called by the Chairperson or by any three members of the Board on notice to each member of the Board. Members of the Board may waive receipt of such notice.

Section 4 – All meetings shall be held in compliance with the Open Meetings Act, Act No. 267, P.A. 1976, as amended.

Section 5 – Each Member present at the meeting of the Board shall be entitled to a single vote. The affirmative vote of a majority of the Members not disqualified from voting pursuant to Article III Section 5 shall be required for the approval of any matter put to the Board at a

meeting where a quorum is present unless these by-laws, the Act, or the Ordinance require the affirmative vote of a majority of the Members in office.

Section 6 – A majority of the Members of the Board in office shall constitute a quorum for the transaction of business.

ARTICLE VII AMENDMENTS

Section 1 – These by-laws are subject to the approval of the City Council.

Section 2 – These by-laws may be altered, amended, or repealed only by the affirmative vote of a majority of the members of the Board of the Authority, subject to notice and quorum requirements as set forth in these by-laws, provided, however, that any such alteration, amendment or repeal shall require the approval of the City Council and shall be consistent with the provisions and requirements of the Act.

THESE BY-LAWS AND RULES OF PROCEDURES ARE ADOPTED THIS 18th DAY OF NOVEMBER
2021